



## Union Tank Car Company

39 South LaSalle Street  
Chicago, Illinois 60603  
312/372-9500

Arthur B. Hillman  
Secretary and  
Assistant General Counsel

RECORDATION NO. 14365-A Filed 1425

No.

Date

Fee \$

ICC Washington, D. C.

4-320A176

NOV 15 1984

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ICC OFFICE OF  
THE ATTORNEY  
GENERAL

NOV 15 1984 -3 00 PM

INTERSTATE COMMERCE COMMISSION

November 9, 1984

RECORDATION NO. 14365-B Filed 1425

NOV 15 1984 -3 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the First Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1984, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Bankers Trust Company, Liberty & Greenwich Streets, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of June 15, 1984, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 18 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 19 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of June 15, 1984, which was recorded with your office on July 11, 1984, and assigned recordation number 14365. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

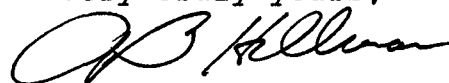


A MEMBER OF THE MARMON GROUP OF COMPANIES

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November 9, 1984  
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "J.B. Hillman". The signature is written in dark ink and is positioned below the typed text "Very truly yours,".

RECORDATION NO. 14365-B  
Filed 1425

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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
COUNTY OF COOK )

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 31st day of October, 1984, from Bankers Trust Company to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 9th day of November, 1984.

Therese Grimm  
Notary Public

MY COMMISSION EXPIRES 7/23/88

11/21

**BILL OF SALE**

**Bankers Trust Company  
as Trustee under Equipment Trust Agreement  
Dated as of June 15, 1984 (Series P-3)**

**to**

**Union Tank Car Company**

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of June 15, 1984 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 4.07 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on July 11, 1984, and assigned recordation number 14365.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 31<sup>st</sup> day of October, 1984.

BANKERS TRUST COMPANY

By   
VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

  
Its ASSISTANT SECRETARY

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this 31<sup>st</sup> day of October, 1984, before me, a Notary Public in and for said County, personally appeared S. BURG and JIRI MLADEK to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and ASSISTANT SECRETARY of Bankers Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said S. BURG and JIRI MLADEK acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Adele R. Shaw  
Notary Public

My Commission Expires:

ADELE R. SHAW  
Notary Public, State of New York  
No. 31-4800912  
Qualified in New York County  
Commission Expires March 30, 1985

## SCHEDULE B

## DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
19	TM	20,000	UTLX 67130, 67131, 67132, 67133, 67134, 67135, 67136, 67137, 67138, 67139, 67140, 67141, 67142, 67143, 67144, 67145, 67146, 67147, 67258
19 Total			